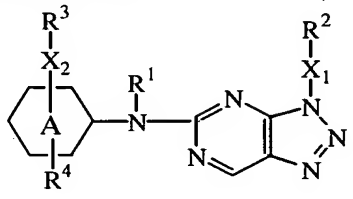
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Original) A compound of formula



(I),

a *N*-oxide, a pharmaceutically acceptable addition salt, a quaternary amine and a stereochemically isomeric form thereof, wherein

ring A represents phenyl, pyridyl, pyrimidinyl, pyridazinyl or pyrazinyl;

R^1 represents hydrogen; aryl; formyl; C_{1-6}alkylcarbonyl; C_{1-6}alkyl; C_{1-6}alkyloxycarbonyl; C_{1-6}alkyl substituted with formyl, C_{1-6}alkylcarbonyl, C_{1-6}alkyloxycarbonyl, C_{1-6}alkylcarbonyloxy; or C_{1-6}alkyloxyC_{1-6}alkylcarbonyl optionally substituted with C_{1-6}alkyloxycarbonyl;

X_1 represents a direct bond; $-(CH_2)_{n3}-$ or $-(CH_2)_{n4}-X_{1a}-X_{1b}-$;

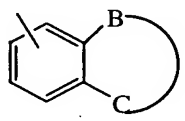
with n_3 representing an integer with value 1, 2, 3 or 4;

with n_4 representing an integer with value 1 or 2;

with X_{1a} representing O, C(=O) or NR^5; and

with X_{1b} representing a direct bond or C_{1-2}alkyl;

R^2 represents C_{3-7}cycloalkyl; phenyl; a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl or a radical of formula



(a-1)

wherein –B-C- represents a bivalent radical of formula

$-CH_2-CH_2-CH_2-$ (b-1);

$-CH_2-CH_2-CH_2-CH_2-$ (b-2);

$-X_3-CH_2-CH_2-(CH_2)_n-$ (b-3);

$-X_3-CH_2-(CH_2)_n-X_3-$ (b-4);

$-X_3-(CH_2)_{n'}-CH=CH-$ (b-5);

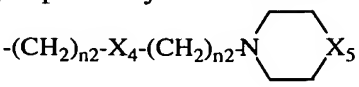
$-CH=N-X_3-$ (b-6);

with X_3 representing O or NR^5;

n representing an integer with value 0, 1, 2 or 3;

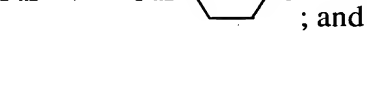
n' representing an integer with value 0 or 1;

wherein said R^2 substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy; C_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; C_{2-6}alkenyl or C_{2-6}alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhalo-C_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; C_{1-6}alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhaloC_{1-6}alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; C_{1-6}alkylthio; polyhaloC_{1-6}alkylthio; C_{1-6}alkyloxycarbonyl; C_{1-6}alkylcarbonyloxy; C_{1-6}alkylcarbonyl; polyhaloC_{1-6}alkylcarbonyl; cyano; carboxyl; aryloxy; arylthio; arylcarbonyl; arylC_{1-4}alkyl; arylC_{1-4}alkyloxy; NR^6R^7; $C(=O)NR^6R^7$; $-NR^5-C(=O)-NR^6R^7$; $-NR^5-C(=O)-R^5$; $-S(=O)_{n1}-R^8$; $-NR^5-S(=O)_{n1}-R^8$; -S-CN;

$-NR^5$-CN; oxazolyl optionally substituted with C_{1-4}alkyl; imidazolyl optionally substituted with C_{1-4}alkyl; or 

with n2 representing an integer with value 0, 1, 2, 3 or 4;
with X_4 representing O, NR^5 or a direct bond;
with X_5 representing O, CH_2, CHOH, CH-$N(R_5)_2$, NR^5 or N-C(=O)-C_{1-4}alkyl;

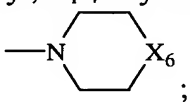
X_2 represents a direct bond; $-NR^1-$; $-NR^1-(CH_2)_{n3}-$; -O-; $-O-(CH_2)_{n3}-$; -C(=O)-; $-C(=O)-(CH_2)_{n3}-$; $-C(=O)-NR^5-(CH_2)_{n3}-$; -C(=S)-; -S-; $-S(=O)_{n1}-$; $-(CH_2)_{n3}-$; $-(CH_2)_{n4}-X_{1a}-X_{1b}-$; $-X_{1a}-X_{1b}-(CH_2)_{n4}-$; $-S(=O)_{n1}-NR^5-(CH_2)_{n3}-NR^5-$; or $-S(=O)_{n1}-NR^5-(CH_2)_{n3}-$;

R^3 represents a 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, or a 9-or 10-membered bicyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said R^3 substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy; C_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; C_{2-6}alkenyl or C_{2-6}alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhaloC_{1-6}alkyl; C_{1-6}alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhaloC_{1-6}alkyloxy; C_{1-6}alkylthio; polyhaloC_{1-6}alkylthio; C_{1-6}alkyloxycarbonyl; C_{1-6}alkylcarbonyloxy; C_{1-6}alkylcarbonyl; polyhaloC_{1-6}alkylcarbonyl; cyano; carboxyl; NR^6R^7; $C(=O)NR^6R^7$; $-NR^5-C(=O)-NR^6R^7$; $-NR^5-C(=O)-R^5$; $-S(=O)_{n1}-R^8$; $-NR^5-S(=O)_{n1}-R^8$; -S-CN; $-NR^5$-CN; or  ; and in case R^3 represents a saturated or a

partially saturated 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, said R^3 may also be substituted with at least one oxo;

R^4 represents hydrogen; halo; hydroxy; C_{1-4}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^9R^{10}, -C(=O)-NR^9R^{10}, -NR^5-C(=O)-NR^9R^{10}, -$S(=O)_{n1}$-R^{11} or –NR^5-$S(=O)_{n1}$-R^{11}; C_{2-4}alkenyl or C_{2-4}alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^9R^{10}, -C(=O)-NR^9R^{10}, -NR^5-C(=O)-NR^9R^{10}, -$S(=O)_{n1}$-R^{11} or –NR^5-$S(=O)_{n1}$-R^{11}; polyhaloC_{1-3}alkyl; C_{1-4}alkyloxy optionally substituted with carboxyl; polyhaloC_{1-3}alkyloxy; C_{1-4}alkylthio; polyhaloC_{1-3}alkylthio; C_{1-4}alkyloxycarbonyl; C_{1-4}alkylcarbonyloxy; C_{1-4}alkylcarbonyl; polyhaloC_{1-4}alkylcarbonyl; nitro; cyano; carboxyl; NR^9R^{10}; C(=O)NR^9R^{10}; -NR^5-C(=O)-NR^9R^{10}; -NR^5-C(=O)-R^5; -$S(=O)_{n1}$-R^{11}; –NR^5-$S(=O)_{n1}$-R^{11}; -S-CN; or -NR^5-CN;

R^5 represents hydrogen, C_{1-4}alkyl or C_{2-4}alkenyl;

R^6 and R^7 each independently represent hydrogen; cyano; C_{1-6}alkylcarbonyl optionally substituted with C_{1-4}alkyloxy or carboxyl; C_{1-6}alkyloxycarbonyl; C_{3-7}cycloalkylcarbonyl; adamantanylcarbonyl; C_{1-4}alkyloxyC_{1-4}alkyl; C_{1-4}alkyl substituted with C_{1-4}alkyl-NR^5-; C_{1-6}alkyl optionally substituted with at least one substituent selected from halo, hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, polyhaloC_{1-4}alkyl, C_{1-4}alkyloxyC_{1-4}alkyloxy, $NR^{6a}R^{7a}$, C(=O)$NR^{6a}R^{7a}$ or  ; with X_6 representing O, CH_2, CHOH, CH-$N(R_5)_2$, NR^5 or N-C(=O)-C_{1-4}alkyl;

R^{6a} and R^{7a} each independently represent hydrogen; C_{1-4}alkyl or C_{1-4}alkylcarbonyl;

R^8 represents C_{1-4}alkyl optionally substituted with hydroxy; polyhaloC_{1-4}alkyl or NR^6R^7;

R^9 and R^{10} each independently represent hydrogen; C_{1-6}alkyl; cyano; C_{1-6}alkylcarbonyl; C_{1-4}alkyloxyC_{1-4}alkyl; or C_{1-4}alkyl substituted with C_{1-4}alkyl-NR^5-;

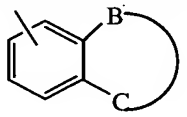
R^{11} represents C_{1-4}alkyl or NR^9R^{10};

n1 represents an integer with value 1 or 2;

aryl represents phenyl or phenyl substituted with at least one substituent selected from halo, C_{1-6}alkyl, C_{3-7}cycloalkyl, C_{1-6}alkyloxy, cyano, nitro, polyhaloC_{1-6}alkyl or polyhaloC_{1-6}alkyloxy.

2. (Original) A compound according to claim 1 wherein

R^2 represents C_{3-7}cycloalkyl; phenyl or a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; or a radical of formula



(a-1)

wherein –B-C- represents a bivalent radical of formula

$-CH_2-CH_2-CH_2-$ (b-1);

$-CH_2-CH_2-CH_2-CH_2-$ (b-2);

$-X_3-CH_2-CH_2-(CH_2)_n-$ (b-3);

$-X_3-CH_2-(CH_2)_n-X_3-$ (b-4);

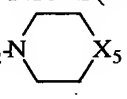
$-X_3-(CH_2)_{n'}-CH=CH-$ (b-5);

with X_3 representing O or NR^5;

n representing an integer with value 0, 1, 2 or 3;

n' representing an integer with value 0 or 1;

wherein said R^2 substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy; C_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; C_{2-6}alkenyl or C_{2-6}alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhaloC_{1-6}alkyl; C_{1-6}alkyloxy optionally substituted with carboxyl; polyhaloC_{1-6}alkyloxy; C_{1-6}alkylthio; polyhaloC_{1-6}alkylthio; C_{1-6}alkyloxycarbonyl; C_{1-6}alkylcarbonyloxy; C_{1-6}alkylcarbonyl; polyhaloC_{1-6}alkylcarbonyl; cyano; carboxyl; NR^6R^7; $C(=O)NR^6R^7$; $-NR^5-C(=O)-NR^6R^7$; $-NR^5-C(=O)-R^5$; $-S(=O)_{n1}-R^8$; $-NR^5-S(=O)_{n1}-R^8$; -S-CN; $-NR^5-CN$; or

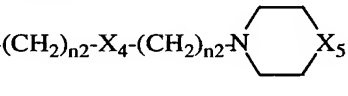


with n2 representing an integer with value 0, 1, 2, 3 or 4;

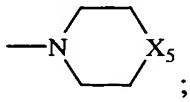
with X_4 representing O, NR^5 or a direct bond;

with X_5 representing O or NR^5;

X_2 represents a direct bond; $-NR^1-$; -O-; -C(=O)-; -C(=S)-; -S-; $-S(=O)_{n1}-$; $-(CH_2)_{n3}-$; or $-(CH_2)_{n4}-X_{1a}-X_{1b}-$;

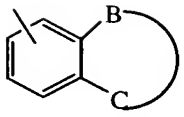
R^3 represents a 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said R^3 substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy; C_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; C_{2-6}alkenyl or C_{2-6}alkynyl, each optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhaloC_{1-6}alkyl; C_{1-6}alkyloxy optionally substituted with carboxyl; polyhaloC_{1-6}alkyloxy; C_{1-6}alkylthio; polyhaloC_{1-6}alkylthio; C_{1-6}alkyloxycarbonyl; C_{1-6}alkylcarbonyloxy; C_{1-6}alkylcarbonyl; polyhaloC_{1-6}alkylcarbonyl; cyano; carboxyl; NR^6R^7; $C(=O)NR^6R^7$; $-NR^5-C(=O)-NR^6R^7$; $-NR^5-C(=O)-R^5$; $-S(=O)_{n1}-R^8$; $-NR^5-S(=O)_{n1}-R^8$; -S-CN; $-NR^5-CN$; or  ; and in case R^3 represents a saturated 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, said R^3 may also be substituted with at least one oxo;

R^5 represents hydrogen or C_{1-4}alkyl;

R^6 and R^7 each independently represent hydrogen; cyano; C_{1-6}alkylcarbonyl; C_{1-4}alkyloxyC_{1-4}alkyl; C_{1-4}alkyl substituted with C_{1-4}alkyl-NR^5-; C_{1-6}alkyl optionally substituted with hydroxy, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, $NR^{6a}R^{7a}$, $C(=O)NR^{6a}R^{7a}$ or  ;

R^8 represents C_{1-4}alkyl, polyhaloC_{1-4}alkyl or NR^6R^7.

3. (Original) A compound as claimed in claim 1 wherein ring A represents phenyl; R^1 represents hydrogen or C_{1-6}alkyl; X_1 represents a direct bond or $-(CH_2)_{n3}-$; R^2 represents C_{3-7}cycloalkyl; phenyl; a 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl; or a radical of formula



(a-1)

wherein –B-C- represents a bivalent radical of formula

$-CH_2-CH_2-CH_2-$ (b-1);

$-X_3-CH_2-(CH_2)_n-X_3-$ (b-4);

$-CH=N-X_3-$ (b-6);

with X_3 representing O or NR^5;

n representing an integer with value 1;

wherein said R^2 substituent, where possible, may optionally be substituted with at least one substituent, in particular with 1 or 2 substituents selected from halo; C_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, NR^6R^7 or $-C(=O)-NR^6R^7$; polyhaloC_{1-6}alkyl; C_{1-6}alkyloxy optionally substituted with C_{1-4}alkyloxy; C_{1-6}alkylthio; C_{1-6}alkyloxycarbonyl; cyano; arylthio; aryloxy; arylcarbonyl; NR^6R^7; $C(=O)NR^6R^7$; $-S(=O)_{n1}-R^8$; or imidazolyl optionally substituted with C_{1-4}alkyl;

X_2 represents a direct bond; $-NR^1-$; $-O-(CH_2)_{n3}-$; $-C(=O)-$; $-C(=O)-NR^5-(CH_2)_{n3}-$; $-(CH_2)_{n3}-$; or $-S(=O)_{n1}-NR^5-(CH_2)_{n3}-NR^5-$; R^3 represents a 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said R^3 substituent, where possible, may optionally be substituted with at least one substituent selected from halo; hydroxy; C_{1-6}alkyl; or NR^6R^7; and in case R^3 represents a saturated or a partially saturated 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, said R^3 may also be substituted with at least one oxo; R^4 represents hydrogen; nitro or carboxyl; R^5 represents hydrogen; R^6 and R^7 each independently represent hydrogen; cyano;

C_{1-6}alkylcarbonyl optionally substituted with C_{1-4}alkyloxy; C_{1-6}alkyloxycarbonyl; C_{3-7}cycloalkylcarbonyl; adamantanylcarbonyl; or C_{1-6}alkyl; R^8 represents NR^6R^7; n1 represents an integer with value 2; aryl represents phenyl.

4. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1 to 3~~ wherein ring A is phenyl; R^1 is hydrogen; X_1 is a direct bond or $-(CH_2)_{n3}-$; R^2 is indanyl; 2,3-dihydro-1,4-benzodioxanyl; phenyl optionally being substituted with 1 or 2 substituents each independently being selected from C_{1-6}alkyl which may optionally be substituted with hydroxy, cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, NR^6R^7 or $C(=O)NR^6R^7$; C_{1-}

$_6$alkyloxy; halo; polyhaloC_{1-6}alkyl which may optionally be substituted with hydroxy, cyano, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, NR^6R^7 or $C(=O)NR^6R^7$; cyano; NR^6R^7; $C(=O)NR^6R^7$; $-S(=O)_{n1}-R^8$; X_2 is direct bond; $-NR^1-$; $-O-(CH_2)_{n3}-$; $-C(=O)-$; $-C(=O)-NR^5-(CH_2)_{n3}-$; or $-(CH_2)_{n3}-$; R^3 is tetrazolyl; piperazinyl; imidazolyl; oxazolyl; pyrimidinyl; thiazolyl; triazolyl; pyridyl; piperidinyl, pyrazinyl; pyrazolyl or morpholinyl; said rings representing R^3 may optionally be substituted with one substitutent selected from C_{1-6}alkyl; NR^6R^7; hydroxy; halo; and in case R^3 represents a saturated or a partially saturated ring system, said R^3 may also be substituted with at least one oxo; R^4 is hydrogen; R^6 and R^7 each independently represent hydrogen; cyano; C_{1-6}alkylcarbonyl optionally substituted with C_{1-4}alkyloxy; C_{1-6}alkyloxycarbonyl; C_{3-7}cycloalkylcarbonyl; or C_{1-6}alkyl; R^8 represents NR^6R^7.

5. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1 to 4~~ wherein the R^3 substituent is linked to ring A in meta position compared to the NR^1 linker.

6. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1 to 4~~ wherein the R^3 substituent is linked to ring A in para position compared to the NR^1 linker.

7. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1 to 6~~ wherein the R^3 substituent is an optionally substituted saturated 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N.

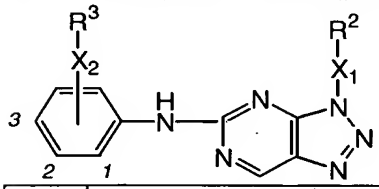
8. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1 to 7~~ wherein X_1 represents a direct bond.

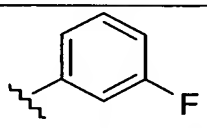
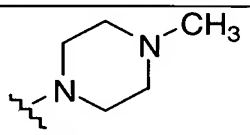
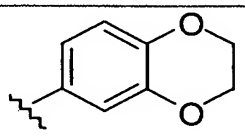
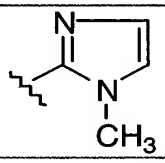
9. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1, 5 to 8~~ wherein R^2 represents C_{3-7}cycloalkyl; phenyl; a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl or a radical of formula (a-1) wherein said R^2 substituent is substituted with at least one substituent selected from C_{1-6}alkyl substituted with NR^6R^7; C_{2-6}alkenyl or C_{2-6}alkynyl, each substituted with NR^6R^7; polyhaloC_{1-6}alkyl substituted with NR^6R^7; C_{1-6}alkyloxy substituted with NR^6R^7; polyhaloC_{1-6}alkyloxy substituted with NR^6R^7; or NR^6R^7.

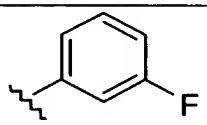
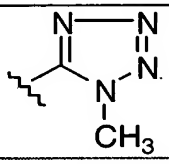
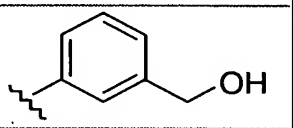
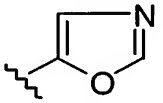
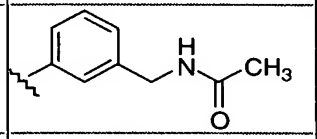
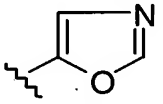
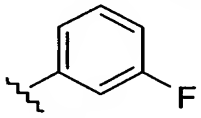
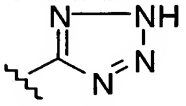
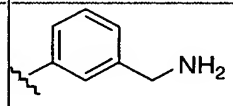
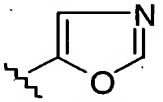
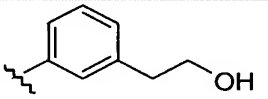
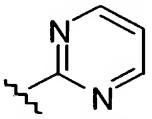
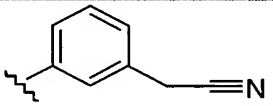
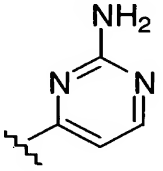
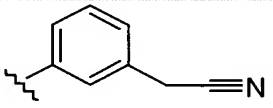
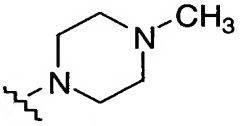
10. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1, 5, 6, 8~~ or 9 wherein R^3 represents a 5-or 6-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N, or a 9-or 10-membered bicyclic heterocycle containing at least one heteroatom selected from O, S or N, wherein said R^3 substituent is substituted with at least one substituent selected from C_{1-6}alkyl substituted with NR^6R^7; C_{2-6}alkenyl or C_{2-6}alkynyl, each substituted with NR^6R^7; C_{1-6}alkyloxy substituted with NR^6R^7; or NR^6R^7.

11. (Currently Amended) A compound as claimed in claim 1 ~~any one of claims 1, 5, 6, 7, 8 or 10~~ wherein R^2 represents C_{3-7}cycloalkyl; phenyl; a 4, 5, 6- or 7-membered monocyclic heterocycle containing at least one heteroatom selected from O, S or N; benzoxazolyl or a radical of formula (a-1), wherein said R^2 substituent is substituted with at least one substituent selected from halo; polyhaloC_{1-6}alkyl optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkyloxy-C_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$; polyhalo-C_{1-6}alkyloxy optionally substituted with at least one substituent selected from hydroxy, cyano, carboxyl, C_{1-4}alkyloxy, C_{1-4}alkyloxyC_{1-4}alkyloxy, C_{1-4}alkylcarbonyl, C_{1-4}alkyloxycarbonyl, C_{1-4}alkylcarbonyloxy, NR^6R^7, $-C(=O)-NR^6R^7$, $-NR^5-C(=O)-NR^6R^7$, $-S(=O)_{n1}-R^8$ or $-NR^5-S(=O)_{n1}-R^8$.

12. (Original) A compound as claimed in claim 1 wherein the compound is selected from

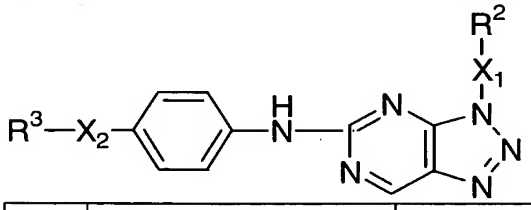


X_1	R^2	X_2	R^3
db		2-db	
db		2-db	

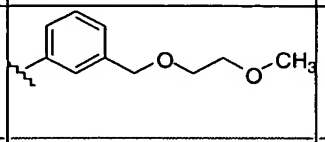
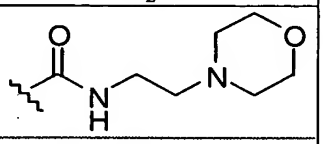
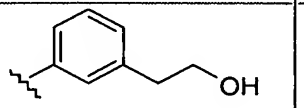
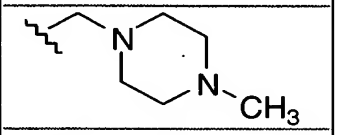
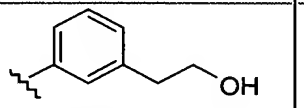
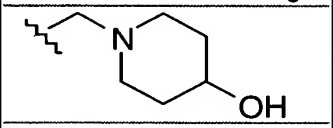
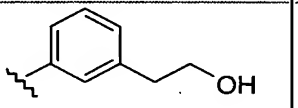
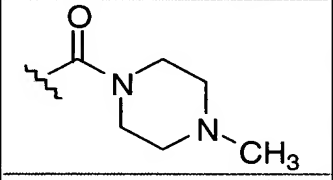
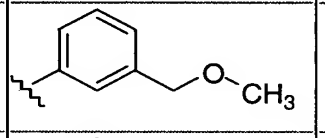
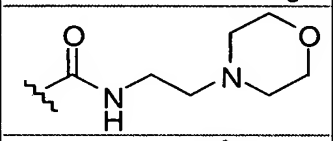
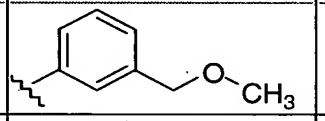
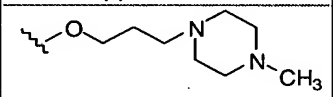
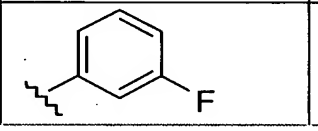
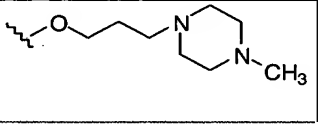
X_1	R^2	X_2	R^3
db		2-db	
db		2-db	
db		2-db	
db		3-db	
db		2-db	
db		3-NH	
db		2-db	
db		3-db	

a *N*-oxide, a pharmaceutically acceptable addition salt, a quaternary amine and a stereochemically isomeric form thereof.

13. (Original) A compound as claimed in claim 1 wherein the compound is selected from



X_1	R^2	$-X_2-R^3$

X_1	R^2	$-X_2-R^3$
db		
db		
db		
db		
db		
db		
db		

a *N*-oxide, a pharmaceutically acceptable addition salt, a quaternary amine and a stereochemically isomeric form thereof.

14. (Currently Amended) A pharmaceutical composition comprising a compound as claimed in claim1 and a pharmaceutical excipient. ~~any one of claims 1 to 13 for use as a medicine.~~

15. (Currently Amended) A method for the prevention or the treatment of diseases mediated through GSK3 comprising administering a therapeutically effective amount ~~The use~~ of a compound as defined in claim 1 to a patient ~~any one of claims 1 to 13 for the manufacture of a medicament~~ for the prevention or the treatment of diseases mediated through GSK3.

16. (Currently Amended) The method of claim 15 wherein the disease mediated through GSK3 is selected from the group consisting ~~The use of a compound as defined in any one of claims 1 to 13 for the manufacture of a medicament for the prevention or the treatment~~ of bipolar disorder (in particular manic depression), diabetes, Alzheimer's disease, leukopenia, FTDP-17 (Fronto-temporal dementia associated with Parkinson's disease), cortico-basal degeneration, progressive supranuclear palsy, multiple system atrophy, Pick's disease, Niemann Pick's disease type C, Dementia Pugilistica, dementia with tangles only, dementia with tangles and calcification, Downs syndrome, myotonic dystrophy, Parkinsonism-dementia complex of Guam, aids related dementia, Postencephalic Parkinsonism, prion diseases with tangles, subacute sclerosing panencephalitis, frontal lobe degeneration (FLD), argyrophilic grains disease, subacute sclerotizing panencephalitis (SSPE) (late complication of viral infections in the central nervous system), inflammatory diseases, depression, cancer, dermatological disorders, neuroprotection, schizophrenia, and pain.

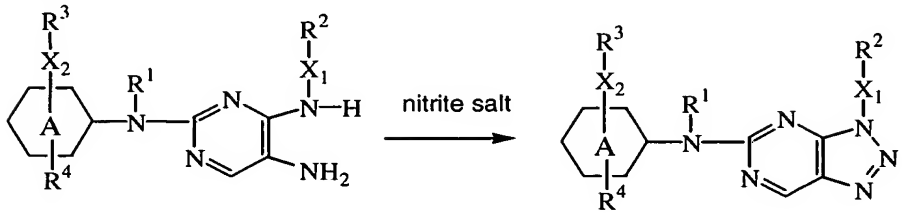
17. (Currently Amended) The method of ~~use of a compound as claimed in~~ claim 16, wherein the GSK3 mediated disease is selected from the group consisting ~~for the prevention or the treatment~~ of Alzheimer's disease; diabetes; cancer; inflammatory diseases; bipolar disorder; depression; and pain.

18. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and as active ingredient a therapeutically effective amount of a compound as claimed in claim 1. ~~any one of claims 1 to 13.~~

19. (Currently Amended) A process for preparing a pharmaceutical composition comprising mixing ~~as claimed in claim 18 characterized in that a therapeutically effective amount of~~ a compound as claimed in ~~any one of claims~~ claim 1 ~~to 13 is intimately mixed~~ with a pharmaceutically acceptable carrier.

20. (Original) A process for preparing a compound as claimed in claim 1, comprising ~~characterized by~~

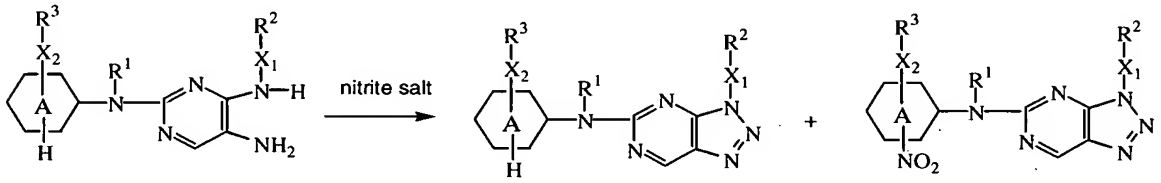
a) cyclizing an intermediate of formula (II) in the presence of a nitrite salt, a suitable solvent, and a suitable acid,



(II) (I)

wherein ring A, R^1 to R^4, X_1 and X_2 are as defined in claim 1;

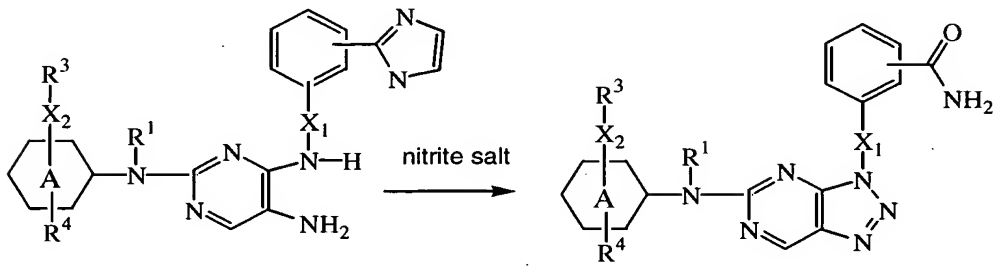
b) cyclizing an intermediate of formula (II-a) in the presence of a nitrite salt, a suitable solvent, and a suitable acid,



(II-a) (I-a) (I-b)

wherein ring A, R^1 to R^3, X_1 and X_2 are as defined in claim 1;

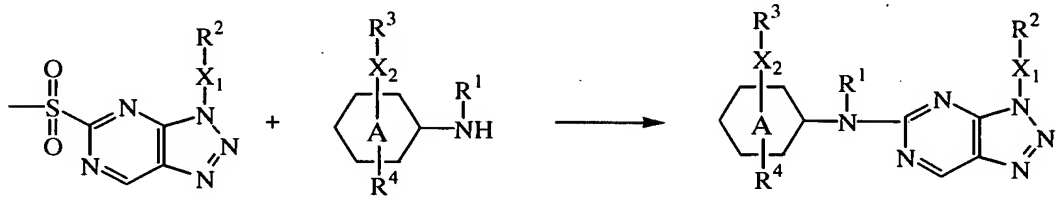
c) cyclizing an intermediate of formula (II-b) in the presence of a nitrite salt, a suitable solvent, and a suitable acid,



(II-b) (I-c)

wherein ring A, R^1, R^3 and R^4, X_1 and X_2 are as defined in claim 1;

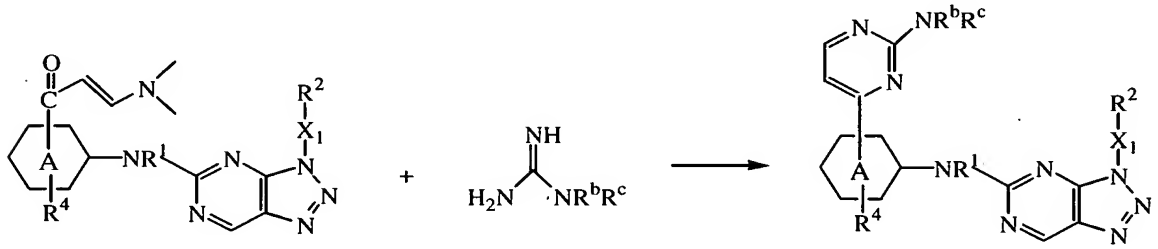
d) reacting an intermediate of formula (III) with an intermediate of formula (IV) in the presence of a suitable solvent,



(III) (IV) (I)

wherein ring A, R^1 to R^4, X_1 and X_2 are as defined in claim 1;

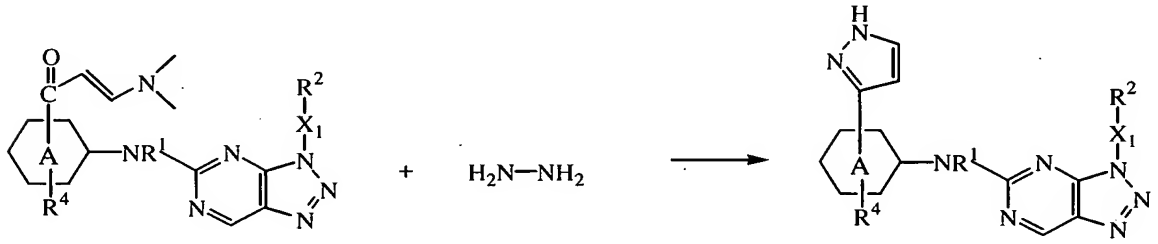
e) reacting an intermediate of formula (XV) with an intermediate of formula (XVI), wherein R^b represents hydrogen, C_{1-4}alkyl or cyano, and R^c represents hydrogen or C_{1-4}alkyl, in the presence of a suitable solvent and a suitable salt



(XV) (XVI) (I-d)

wherein ring A, R^1 R^2, R^4 and X_1 are as defined in claim 1;

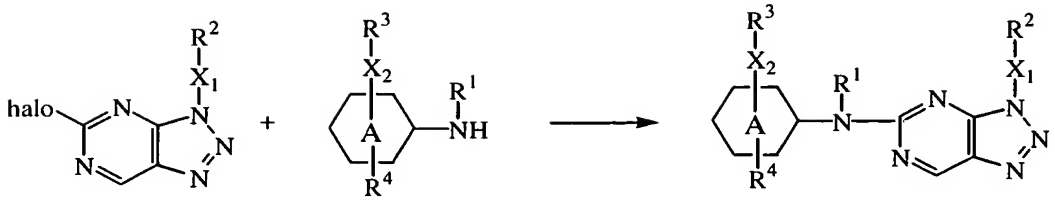
f) reacting an intermediate of formula (XV) with hydrazine in the presence of a suitable solvent,



(XV) (I-e)

wherein ring A, R^1 R^2, R^4 and X_1 are as defined in claim 1;

g) reacting an intermediate of formula (III') with an intermediate of formula (IV) in the presence of a suitable solvent, and optionally in the presence of a suitable base,



(III') (IV) (I)

wherein ring A, R^1 R^2, R^3, R^4, X_1 and X_2 are as defined in claim 1;

or, if desired, converting compounds of formula (I) into each other following art-known transformations, and further, if desired, converting the compounds of formula (I), into a therapeutically active non-toxic acid addition salt by treatment with an acid, or into a therapeutically active non-toxic base addition salt by treatment with a base, or conversely, converting the acid addition salt form into the free base by treatment with alkali, or converting the base addition salt into the free acid by treatment with acid; and, if desired, preparing stereochemically isomeric forms, quaternary amines or *N*-oxide forms thereof.